

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC  
RECORDING CORPORATION; ARISTA  
MUSIC, fka BMG MUSIC; CAPITOL  
RECORDS, INC.; ELEKTRA  
ENTERTAINMENT GROUP INC.;  
INTERSCOPE RECORDS; LAFACE  
RECORDS LLC; MOTOWN RECORD  
COMPANY, L.P.; PRIORITY RECORDS LLC;  
SONY MUSIC ENTERTAINMENT, fka SONY  
BMG MUSIC ENTERTAINMENT; UMG  
RECORDINGS, INC.; VIRGIN RECORDS  
AMERICA, INC.; and WARNER BROS.  
RECORDS INC.,

ECF Case

06 CV 5936 (KMW)(DF)

Plaintiffs,

v.

LIME GROUP LLC; LIME WIRE LLC; MARK  
GORTON; and M.J.G. LIME WIRE FAMILY  
LIMITED PARTNERSHIP,

Defendants.

**DEFENDANTS' NOTICE OF MOTION AND MOTION TO FILE CONFIDENTIAL  
MATERIALS UNDER SEAL**

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue  
New York, NY 10019  
Phone: (212) 728-8000

*Attorneys for Defendants*

**NOTICE TO THE COURT, PLAINTIFFS AND THEIR COUNSEL OF RECORD:**

On motion of the parties, the Court entered an Amended Stipulation and Protective Order on January 6, 2011 (the “Amended Protective Order”), a copy of which is on file with the Court (Dkt. No. 400). Information produced by a party may be designated under the terms of the Protective Order if the party believes in good faith that it reflects proprietary information which is not generally known, or if the party has a good faith belief that such materials are particularly sensitive. (*See Protective Order ¶ 1.*) Paragraph 15 of the Protective Order requires a party submitting Confidential, Confidential-Attorney’s Eyes Only, or Restricted Confidential- Outside Attorneys’ Eyes Only material to the Court to file such material under seal to protect it from disclosure.

Pursuant to the Amended Protective Order, Defendants Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, “Defendants”) hereby move this Court to place under seal, until further order of this Court, the following document:

- Rebuttal Report (without exhibits) of Dr. Richard Waterman dated February 14, 2011, attached as Exhibit 1 to the Declaration of Todd G. Cosenza.

This document contains material that has been designated by Plaintiffs as Confidential-- Attorney’s Eyes Only, pursuant to the Protective Order.

Accordingly, Defendants respectfully request that the above-listed document be maintained under seal until further order of this Court.

Dated: March 28, 2011

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

*M. Eaton*

---

Mary Eaton (meaton@willkie.com)  
787 Seventh Avenue  
New York, New York 10019  
Phone: (212) 728-8000  
Fax: (212) 728-8111

*Attorneys for Lime Group LLC, Lime Wire  
LLC, Mark Gorton, and M.J.G. Lime Wire  
Family Limited Partnership*

To:

Glenn D. Pomerantz  
Munger, Tolles & Olson LLP  
355 South Grande Avenue, 35<sup>th</sup> Floor  
Los Angeles, CA 90071